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2 LOADED TACKLE BOXES • 73 DEADLY LURES

NEW 1965 MODELS

463 PIECES

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4 SETS FOR THE PRICE OF REELS ALONE

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SELECTED FOR YOU BY EXPERTS. This choice fish-getting tackle contains nationally famous brands. Each item carefully chosen—everything you need for all types of fishing. All time favorite lures. A veteran angler or an occasional fisherman can be proud of this precision-built kit. No other bargain like this anywhere.

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ORDER TODAY! If you're not 100% pleased we'll refund your full purchase price promptly. YOU KEEP 2 FREE TACKLE BOXES REGARDLESS!

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"NEVER STEP ON A SCORPION!"

OR...

"..YOU THINK IT'S EASY TO DREAM UP TITLES LIKE THIS?"

ON THE SURFACE, THIS MAY SEEM TO BE A SUPER-HERO ACTION THRILLER! BUT, IF YOU PROBE DOWN DEEP, IF YOU ANALYZE EACH SUBTLE NUANCE, IF YOU DISSECT EACH PHILOSOPHICAL PHRASE, IF YOU STUDY EACH NON-EXISTENTIALISTIC PANEL, YOU'LL DISCOVER THAT IT ACTUALLY IS... A SUPER-HERO ACTION-THRILLER!

WHEN ACADEMY AWARD TIME ROLLS AROUND, LEAVE US NOT FORGET...

Writing and Editing by: **STAN LEE**
Plotting and Drawing by: **STEVE DITKO**
Lettering and Loafing by: **SAM ROSEN**

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EVEN THE WORLD'S MOST AMAZING SUPER-HERO CAN'T WEAR A COSTUME ALL THE TIME...

HMM... LAST YEAR'S CLOTHES ARE GETTING TOO TIGHT ON ME! I MUST HAVE PUT ON SOME WEIGHT! I'D BETTER INVEST IN SOME NEW DUDS!



LATER, AT PETER PARKER'S LOCAL BANK...

HERE'S YOUR MONEY, MR. PARKER!

THIS PRACTICALLY CLEANS ME OUT! I'D BETTER NOT SPEND IT TOO FAST!



AS A MATTER OF FACT, I'LL DROP IN AND SEE BETTY BRANT WHILE I'M IN THE NEIGHBORHOOD!

I CAN GO SHOPPING LATER, WHEN IT'S LESS CROWDED!



BUT, AN EVENT IS TAKING PLACE ACROSS TOWN WHICH WILL DELAY PETER PARKER'S SHOPPING TOUR FOR QUITE A WHILE, AS SOME IRON BARS ARE RIPPED OUT OF A JAILHOUSE WINDOW...



I WARNED THEM, BUT THEY LAUGHED AT ME! I TOLD THEM NO JAIL COULD HOLD THE SCORPION!



BY THE TIME THEY REALIZE I'VE ESCAPED, I'LL BE TOO FAR AWAY FOR THEM TO EVER FIND ME!



AFTER THEY CAPTURED ME, I OUT-SMARTED THEM BY PRETENDING TO CRACK UP! THEY RETURNED MY COSTUME TO ME IN ORDER TO CALM ME DOWN!



NOW, NOTHING CAN SAVE JAMESON AND SPIDER-MAN FROM THE VENGEANCE I'VE PLANNED FOR THEM!*



I HAD ALL THIS TIME TO REPAIR IT, AND WAIT FOR THE RIGHT TIME TO BREAK OUT!

* IN CASE YOU MISSED IT, IT WAS ALL LOVINGLY EXPLAINED IN SPIDER-MAN # 20... STAN.

MEANWHILE, UNAWARE THAT ONE OF THE STRONGEST, MOST DANGEROUS MENACES OF ALL TIME IS HEAD-ING HIS WAY, J. JONAH JAMESON GOES ABOUT HIS BUSINESS AS PUBLISHER OF THE FAMOUS N.Y. BUGLE...



ANY NEW REPORTS ABOUT THE CAT BURGLAR, FOSWELL... OR THOSE ROBBERIES OF SCIENTIFIC EQUIPMENT?

NOTHING, MR. JAMESON! IT'S ALMOST LIKE THE LULL BEFORE THE STORM!

CAT BURGLAR? SCIENTIFIC EQUIPMENT BEING STOLEN? SOUNDS INTERESTING!

I'LL GET MORE DETAILS FROM JONAH LATER! HE'LL BE GLAD TO TELL ME SO THAT I'LL GO OUT AND GET SOME NEWS PHOTOS FOR HIM!

I WONDER WHAT HE'D SAY IF HE EVER FOUND OUT I GET THOSE PIX IN MY IDENTITY AS SPIDER-MAN!?



I'M IN LUCK... THERE'S BETTY NOW!



IT'S BEEN A LONG TIME SINCE I'VE SEEN HER IN SUCH A GOOD MOOD!

YOU MUST TELL ME MORE ABOUT IT!

I WONDER WHO SHE'S...? WELL, HELLO THERE, PARKER! LONG TIME NO SEE!



HOLY SMOKE! IT'S THAT REPORTER SHE HAS A CRUSH ON... NED LEEDS! HE'S BACK FROM EUROPE!

ISN'T IT WONDERFUL? WONDERFUL PETER! NED'S BACK TO STAY! HE FINISHED HIS EUROPEAN ASSIGNMENT!

YEAH... JUST WONDERFUL!

HE DIDN'T EVEN TELL ME HE WAS COMING! HE WANTED TO SURPRISE ME! WASN'T THAT SWEET OF HIM?



MAYBE HE JUST DIDN'T WANT TO SPEND A POSTAGE STAMP!

I ALWAYS SAID YOU HAD A GREAT SENSE OF HUMOR, PARKER!

BUT THEN, SUDDENLY...



MR. JAMESON! I'VE BEEN LOOKING FOR YOU!

A POLICE-MAN! WONDER WHAT'S UP?

NOW LOOK, OFFICER... I PUT A DIME IN THE PARKING METER... I CAN PROVE IT!

IT'S NOTHING TO DO WITH PARKING THIS TIME!



CONTINUED AFTER NEXT PAGE

4 MORE ANNUAL MASTERPIECES!



ON SALE NOW!

THROW YOUR VOICE

Take your voice into trunk, behind door, everywhere, instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to become a Ventriloquist." No. 137 \$25



SILENT DOG WHISTLE

This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. He amazed how quickly he responds. No. 701 \$1.00



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Drop in a coin and the turntable revolves to a luring melody just like the modern juke box that youngsters adore. Make savings a pleasure—money mounts up. Made of sturdy metal. 4 1/2" x 4". No. 65 \$1.50



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Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth! Only 50¢ No. 678 50¢



AMAZING MINIATURE RADIO

This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out, nothing to replace. No. 644 \$2.95



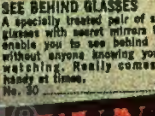
YOU, TOO, CAN BE TOUGH

Master Jiu Jitsu and you'll win any fight. This book gives all the grips, blocks, etc. which are so effective in counter-attacks. FREE book on how to perform strong man stunts also included. No. 224 \$1.00



SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy at times. No. 30 75¢



TREASURE CHEST OF FUN

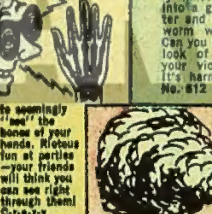
MONSTER SIZE MONSTERS

A full 8 foot tall in authentic full color and as very life-like as you'll probably find yourself talking to them. You have two all-time favorite monsters, the mad roaring Dracula, narrated on durable Poster Stock. No. 717 1.00



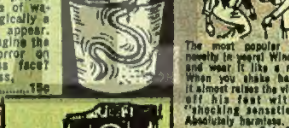
X-RAY SPECS

Sit on a pair of X-Ray Specs and you won't believe your eyes! Based on an optical illusion principle, they allow you to seemingly "see" the bones of your hands. Ridiculous fun at parties and you think you can see right through them! One-a-pair No. 717 \$1.00



JOY OF BUZZER

The most popular joke novelty in recent times! Wind up and wear it like a ring. And you shake hands. It almost rubs the victim off his feet with a "bubbling sensation." Absolutely harmless. Only 50¢ No. 239 50¢



MINIATURE SECRET CAMERA

Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and fine exposure shutter. Can be hidden anywhere. Complete with two roll of film. No. 748 \$1.00



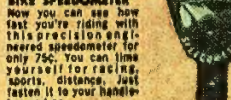
ONION GUM

Yes—Loose like real chewing gum but tastes like like ONIONS! The two funniest & funniest in a pack. No. 228 20¢



BIKE SPEEDOMETER

Now you can see how fast you're riding with this precision and neared speedometer for only 75¢. You can time yourself for racing sports, distance. Just fasten it to your handlebar and go. No. 199 75¢



TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 578 Only 25¢



AMAZING NEW SPACE PHONE SET-2-WAY-SEND-RECEIVE

You can talk back and forth between houses, from room to room and from secret hiding places because it's portable—no electric wires—no batteries. Employ the principle of transmission by diaphragms and test string. No. 194 99¢



ATOMIC SMOKE BOMB

Just light one and watch the column of thick, white smoke rise to the ceiling, mushrooming into a dense cloud, just like an A Bomb. No. 971 20¢



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Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days. Please fill in for full refund of purchase price.

Item	Name of Item	How Many	Total Price
☐	I enclose	In full payment. Same guarantee.	
☐	Send C.O.D., I will pay postman on delivery plus postage.		
Name.....			
Address.....			

Sorry, we cannot ship orders for less than \$1.00. Kindly add 15¢ for postage and handling to all orders.

BUT, THERE MUST BE SOME WAY FOR ME TO TRICK HIM INTO HELPING ME! AND, I THINK I KNOW WHAT IT IS...!



MISS BRANT, CALL THE PRESS ROOM. HAVE THEM GET READY FOR AN EXTRA!

I HAVEN'T A MINUTE TO LOSE! THE SCORPION COULD STRIKE AT ANY TIME!



AND IF MY PLAN DOESN'T WORK, I'M DOOMED... POISED BY THE VERY CREATURE I MYSELF UNTHINKINGLY HELPED TO CREATE!

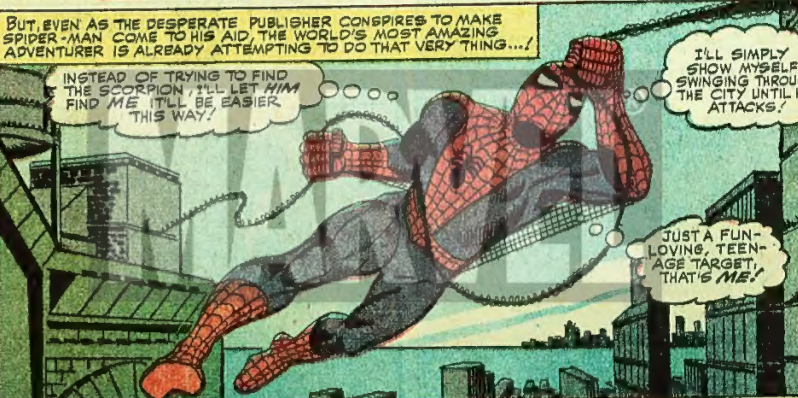


BUT, EVEN AS THE DESPERATE PUBLISHER CONSPIRES TO MAKE SPIDER-MAN COME TO HIS AID, THE WORLD'S MOST AMAZING ADVENTURER IS ALREADY ATTEMPTING TO DO THAT VERY THING...!

INSTEAD OF TRYING TO FIND THE SCORPION, I'LL LET HIM FIND ME. IT'LL BE EASIER THIS WAY!

I'LL SIMPLY SHOW MYSELF SWINGING THROUGH THE CITY UNTIL HE ATTACKS!

JUST A FUN-LOVING, TEEN-AGE TARGET, THAT'S ME!



I'LL CONFINE MYSELF TO THIS ONE AREA. HE'S BOUND TO LEARN THAT I'M HERE, AND THEN, HE'LL COME RUNNING!



IF HE'S AS TOUGH TO BEAT NOW AS HE WAS LAST TIME, I OUGHTTA HAVE MY HEAD EXAMINED FOR DOING THIS!



BUT, I'LL NEVER MAKE THE SUPER-HEROES' HALL OF FAME BY HIDING UNDER THE BED!

IT'S SPIDER-MAN! WHAT'S HE SWINGIN' AROUND UP THERE FOR?

I DON'T KNOW... BUT IT'S GETTING ON MY NERVES!

IF YOU ASK ME, HE'S A PRO-FESSIIONAL NUT!

WHILE, JUST AROUND THE CORNER, WE FIND...

WELL, WELL! HOW CONSIDERATE OF SPIDER-MAN. HE'S DRAWING ATTENTION AWAY FROM ME!

WHILE HE'S HERE, MY OTHER VICTIM IS UNPROTECTED. SO, I'LL FINISH JAMESON OFF FIRST, AND SAVE SPIDER-MAN FOR MY GRAND FINALE!

THUS, THOUGH HE DOESN'T SUSPECT IT AT THE TIME, SPIDEY'S PLAN ACTUALLY BACKFIRES AGAINST HIM...

USING MY PINGER-LIKE FINGERS TO CLIMB WITH, I CAN REACH ANY SPOT IN THE CITY WITHIN A FEW MINUTES!

ESPECIALLY WHEN I ALSO HAVE THE USE OF MY ARTIFICIAL SCORPION'S TAIL! I ONLY NEED WIND IT AS TIGHTLY AS A SPRING...

...AND THEN... RELEASE IT!

THIS SERVED TO PROPEL ME ACROSS THE PRISON COURTYARD DURING MY ESCAPE...

...AND, IT CAN GET ME FROM ROOFTOP TO ROOFTOP ALMOST AS FAST AS FLYING!

EVEN AS THE SCORPION GETS CLOSER TO HIS INTENDED VICTIM, JONAH JAMESON'S EXTRA EDITION HITS THE STREET WITH SCREAMING HEADLINES...

SAY! DO YOU THINK JAMESON CAN BE RIGHT? IMAGINE... IF SPIDER-MAN AND THE SCORPION EVER TEAMED UP... HOO BOY!

THE ONLY WAY SPIDER-MAN CAN PROVE HE'S NOT THE SCORPION'S ALLY IS IF HE TACKLES HIM AGAIN!

"SPIDER-MAN AND SCORPION ARE PARTNERS," SAYS PUBLISHER!

BOTH THOSE PUBLIC MENACES HAVE THREATENED J.J. JAMESON, THE FEARLESS FOE OF ALL LAW-BREAKERS!

IF SPIDER-MAN ISN'T SCORPION'S PARTNER, LET HIM CATCH THE SCORPION, SAYS THE WHEELS CLUB.

BUT HIGH ABOVE THE NEWS-READING PUBLIC, THE NEWS-MAKING ADVENTURER BEGINS TO GROW RESTLESS...

I DON'T LIKE IT! HE SHOULD HAVE COME AFTER ME BY NOW! I KNOW HE'S NOT AFRAID!

AND, AT THE SPEED HE TRAVELS, IT WOULDN'T TAKE HIM LONG TO REACH ME...

UNLESS...

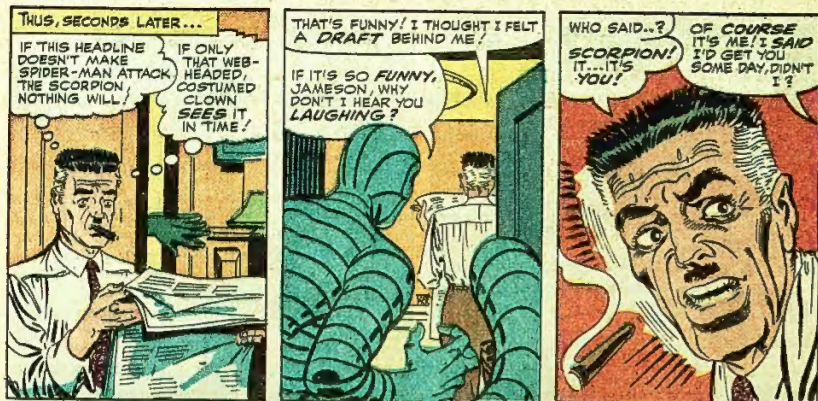
WAIT A MINUTE! I COULD JUST BE THE PRIZE CHUMP OF THE YEAR!

I MIGHT BE PLAYING RIGHT INTO SCORPION'S HANDS!!

WHILE I'M WALTZING AROUND UP HERE, JAMESON IS ALONE AT HIS OFFICE... AND THE SCORPION PROBABLY KNOWS IT!

AND, DIRECTLY ACROSS TOWN, EVEN AS SPIDEY COLLECTS HIS THOUGHTS...

IT WON'T BE LONG NOW! ONCE I SILENTLY CLIMB THOSE BACK STEPS, I'LL BE JUST OUTSIDE HIS PRIVATE OFFICE!



CONTINUED AFTER NEXT PAGE



Are you proud of your paycheck?

You could be . . . If you mastered Auto Mechanics, a well-paid trade

You have been thinking of improving yourself: You would like to get a technical education, so that you can qualify for a better job and greater security. Why not consider the automotive field, one of America's greatest? Over 7 million cars and trucks are sold each year. These, added to the 57 million vehicles already in use, provide a rich source of rewarding jobs for trained mechanics. The pay is well above average, work is steady and opportunities exist in almost any community.

Train at home for a better job or your own business

You don't need a formal education or previous experience to master auto mechanics. You can learn at home by devoting a few hours each evening and week-end to training. CTI, one of America's foremost auto training schools, will send lessons that are easy to read and understand. You'll receive tools and instruments, as well as shop projects, to help you gain experience as you learn. You keep your present job and switch to your new occupation when you are ready.

15 KITS OF TOOLS AND TESTING INSTRUMENTS



MECHANIC'S TOOLS INCLUDING SOCKET SET AND TRAY



TORQUE WRENCH



VOLTO-ANALYZER (VOLT-AMPERE TESTER)

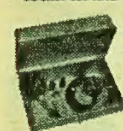


CAM ANGLE TACHOMETER



Many earn cash in spare time

Many CTI students begin repair work before they graduate—some after a few lessons. They report that they save money fixing their own cars. Many do repair and service work for friends. With their profits they pay tuition, sometimes earn enough to build and outfit a repair shop. Full-time businesses often develop this way.



VACUUM GAUGE AND FUEL PUMP TESTER; COMPRESSION TESTER



STARTER CURRENT INDICATOR



BATTERY CELL TESTER



POWER TIMING LIGHT

Testing instruments help locate engine and electrical system troubles quickly, save time and effort. You also get a set of mechanic's tools. Only CTI sends this much equipment.

Diesel Mechanics or Body-Fender Repair

As part of your training, CTI also sends instruction on either Diesel Mechanics or Body & Fender Rebuilding. These lessons may add considerably to your earning potential. No extra charge. Only CTI gives you a choice.

Clip coupon before turning page — Be sure to fill out and mail today

Clip out, fill out and mail the handy coupon, or write on a postcard. CTI will mail complete information on opportunities for skilled mechanics; and descriptions of lessons, job experience projects, tools and instruments. These booklets are free. By reading the facts, you can judge for yourself whether you'd like to get into the well-paid secure automotive field. Act today!



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Send me your opportunity booklet, Make Big Money in Auto Mechanics. Also, Sample Lessons. Both FREE.

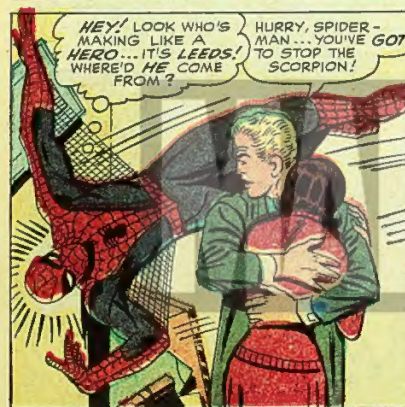
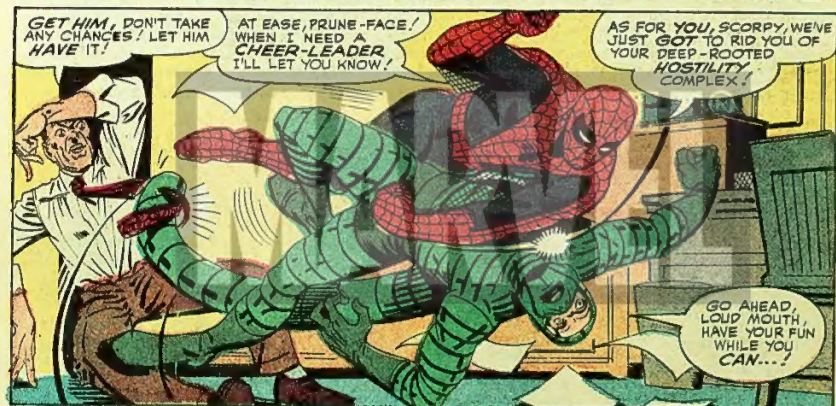
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THEN, THROWING CAUTION TO THE WIND, THE WONDERFUL WEB-SPINNER HURTLIES TOWARD THE SCORPION AT TOP SPEED...

ONE SWIPE OF HIS TAIL CAN BE DEADLY! HE'S GOT TO BE STOPPED BEFORE SOMEONE GETS IN HIS WAY!

EVEN SPIDER-MAN CAN'T STOP ME FROM FINISHING YOU OFF, JAMESON. YOU'VE NO ONE TO TURN TO NOW!

NO! YOU CAN'T GET ME! ...YOU MUSTN'T! GET SPIDER-MAN INSTEAD!

DON'T WORRY, BETTY! I'LL SEE TO IT THAT NOTHING HAPPENS TO YOU!

YOU'D THROW ANYONE TO ME IN ORDER TO SAVE YOURSELF, WOULDN'T YOU? BUT IT'S SPIDER-MAN'S JOB TO FIGHT KILLERS LIKE YOU!

WELL, IF HE KNOWS WHAT'S GOOD FOR HIM, HE'LL RESIGN REAL QUICK!

IF I KNEW WHAT WAS GOOD FOR ME, I WOULDN'T BE HERE IN THE FIRST PLACE, MISTER!

THIS IS FOR FRIGHTENING BETTY BRANT, YOU FINK!

HIT HIM, AGAIN! HARDER! HARDER!

BUT, THE VERY FIT OF SHEER RAGE WHICH MAKES HIM FIGHT LIKE A DEMON ALSO MAKES SPIDER-MAN UNUSUALLY CARELESS...

HE'S SWINGING TOO FAST.. MISSING ME! HE'S WIDE OPEN NOW..!

BLAST IT! IF I'D ONLY CONNECTED WITH THAT ROUNDHOUSE RIGHT!

HAH! DIDN'T EXPECT ME TO TRIP YOU WITH MY TAIL, HUH?

SWEET DREAMS, WEB-HEAD! IT'S TIME FOR YOUR BEAUTY NAP... YOU CAN SURE USE ONE!

UHHHH!

YOU OVER-RATED CLOWN! YOU BUMBLING INCOMPETENT! HE'S MAKING YOU LOOK LIKE A BUM!

THINK YOU CAN DO BETTER, BUTTERCUP? I'LL LEND YOU MY COSTUME!

LOOK OUT FOR THAT DESK!

RELAX, J.J., I'M NOT HURT!

WHO CARES ABOUT YOU!? THAT FURNITURE SET ME BACK A FORTUNE!

THEN, MOVING ALMOST FASTER THAN THE EYE CAN FOLLOW, SPIDEY RESUMES HIS ROUNDTIME ATTACK IN HIS OWN, UNEXPECTED, DAZZLING MANNER...

OOOOOF!

NOW'S MY CHANCE TO ESCAPE! I HOPE THOSE TWO DEMOLISH EACH OTHER!

THE POLICE! GREAT! YOU'RE JUST IN TIME! QUICK! SHOOT THEM BOTH! LET'S GET RID OF THEM FOR GOOD!

NO! HOLD YOUR FIRE! JAMESON'S IN NO IMMEDIATE DANGER!

COPS! THEY'RE NOT GETTIN' ME! I'M NOT GOINNA BE TOSSED IN STIR AGAIN... NO MATTER WHAT!

I'VE GOT NEWS FOR YOU, SCORPY! WHEN I'M THROUGH WITH YOU, YOU'LL WISH YOU WERE BACK IN YOUR NICE COZY CELL!

YOU?! AS SOON AS I CLIMB OUT OF RANGE OF THEIR GUNS, I'LL WIPE YOU OFF THE FACE OF THE EARTH!

COME BACK, YOU COWARDS! I'M NOT FINISHED WITH YOU YET! YOU'RE YELLOW... BOTH OF YOU!

BOY, JAMESON SOUNDS MIGHTY BRAVE TODAY!

SURE... SINCE WE GOT HERE.

WELL, GOOD RIDDANCE TO BOTH OF THEM! THEY'RE TWO OF A KIND! THEY DESERVE EACH OTHER!

SECONDS LATER, AFTER THE POLICE HAVE GONE...

IT'LL COST ME AN ARM AND A LEG TO GET THIS PLACE BACK TO NORMAL AGAIN! HALF OF MY FURNITURE IS BROKEN UP... AND THE OTHER HALF IS CRACKED AND SCARRED!

NOBODY HAS TO KNOW THAT I'VE BEEN WANTING TO GET RID OF THIS OLD JUNK FOR YEARS! NOW THE INSURANCE WILL PAY FOR A WHOLE NEW SET-UP!

MR. JAMESON, BETTY IS PRETTY SHAKEN-UP OVER WHAT'S HAPPENED. I THINK I'D BETTER SEE HER HOME.

OF COURSE! I WOULDN'T EXPECT HER TO KEEP WORKING AFTER WHAT HAPPENED! SHE CAN HAVE THE REST OF THE DAY OFF!

I'LL JUST DEDUCT IT FROM HER PAY CHECK AT THE END OF THE WEEK!

NO WONDER THEY SAY YOU'RE ALL HEART!

C'MON, BETTY...EVERYTHING'S OKAY NOW! IT'S ALL OVER! THE SCORPION AND SPIDER MAN ARE GONE NOW!

WHAT ARE YOU ALL STANDING AROUND FOR? GET TO WORK! GET TO WORK!

AND HAVE ONE OF OUR STAFF PHOTOGRAPHERS COME UP HERE IMMEDIATELY!

I JUST GOT A GREAT IDEA!

AND SO... THAT'S IT! TAKE A LOT OF SHOTS OF ME, HERE IN THE RUINS OF BATTLE!

IT'LL MAKE A GREAT FRONT-PAGE STORY! "FEARLESS," "COURAGEOUS" PUBLISHER SAVES HIS EMPLOYEES FROM DEADLY COSTUMED KILLERS!

I'LL BE A HERO!

MAKE SURE THESE PICTURES DO ME JUSTICE! GET MY COURAGEOUS EXPRESSION... MY DETERMINED FIGHTING STANCE... MY IRON FISTS, CLENCHED AND READY!

WHAT DO YOU THINK WILL HAPPEN IF THE SCORPION DEFEATS SPIDER-MAN?

HE'LL PROBABLY RETURN HERE TO ATTACK JAMESON AGAIN!

UHP!

I NEVER THOUGHT OF THAT! IF SPIDER-MAN SHOULD LOSE, MY LIFE WILL BE IN DANGER EVERY MINUTE!

I WONDER IF IT'S TIME FOR FEARLESS!

JONAH TO TAKE A LONG TRIP...?

CONTINUED AFTER NEXT PAGE

LOOK! Boys Wanted TO SELL GRIT SPENDING MONEY! PRIZES!

5 CENTS PROFIT YOURS ON EVERY COPY SOLD. 30,000 Boys Selling Each Week Know It's Fun It's Easy

You Can Make \$1 to \$5 Every Week in a Few Hours

START NOW EARNING BIG CASH PROFITS AND FREE PRIZES

Print Name and Address Below

If You Are a Boy 12 Years Old or Older

MAIL THIS TODAY

In an Envelope or Pasted on a Post Card

GRIT PUBLISHING CO., Williamsport, Pa. MC8-5

Send my first bundle of papers, selling helps and prize offers.

Name

Are You a Boy? ... Age ... Date Born ... Year ...

In Care of

Street and No. R. F. D.

Post Office ... State ...

Zip Code No.

print Your Last Name Plainly Here

Strange Coins and Valuable COIN Catalog -ALL YOURS FOR ONLY 10c

SEND NOW for this fascinating packet of odd and curious coins and paper money - your exciting introduction to a fast-growing hobby! - and ALSO get, without extra charge, valuable illustrated coin catalog with lists of rare coins, strange paper money, helpful coin-collecting supplies.

The curious coins you receive on this exciting offer include a 12-sided collector's item from Cyprus, with different dates front and back... Guatemala Quetzal Bird coin picturing this rare 'god of the air' that cannot live in captivity... Somail Giant Elephant coin... Ethiopian Lion of Judah coin, with Queen of Sheba descendant Emperor Haile Selassie pictured on back, etc.

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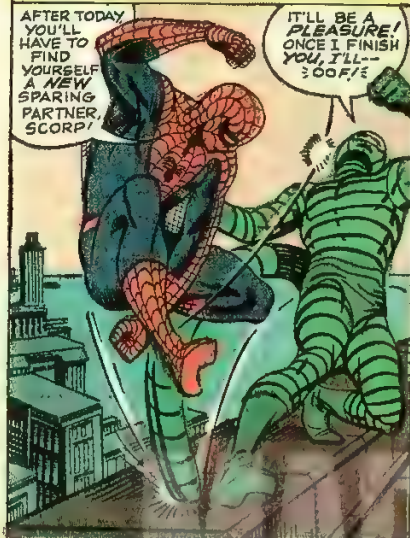
Address

City

Zone

State

MEANWHILE, HIGH ABOVE THE CITY'S TOWERING ROOFTOPS, THE ONE MAN WHOM JAMESON HATES THE MOST IN ALL THE WORLD, BATTLES VALIANTLY AGAINST THE DEADLY, MERCILESS SCORPION...



AFTER TODAY YOU'LL HAVE TO FIND YOURSELF A NEW SPARING PARTNER, SCORP!

IT'LL BE A PLEASURE! ONCE I FINISH YOU, I'LL...
?OOFF!

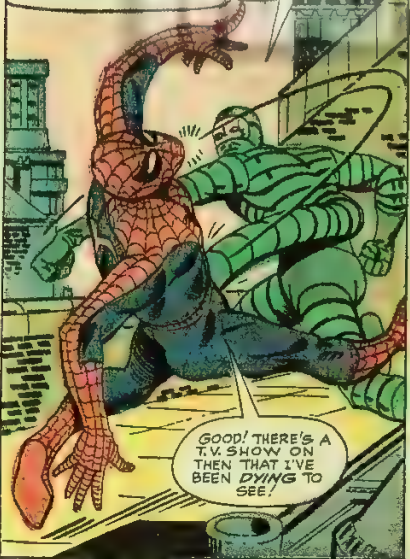
I HATE TO BE A SPOILSPORT, SCORPY, BUT I'VE GOT PLANS OF MY OWN!



YEAH? TOO BAD YOU WON'T BE AROUND LONG ENOUGH TO CARRY 'EM OUT!

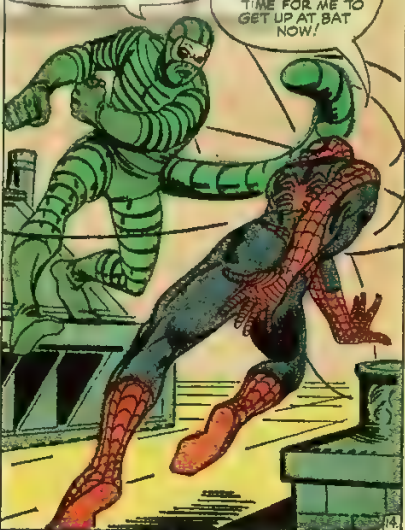
DON'T BET ON IT, BUB! I'M HARDER TO LOSE THAN A BILL COLLECTOR!

I'M NOT AIMING TO LOSE YOU, BIG MOUTH! I'M JUST GONNA SMASH YOU INTO THE MIDDLE OF NEXT WEEK!



GOOD! THERE'S A T.V. SHOW ON THEN THAT I'VE BEEN DYING TO SEE!

WHAT'S HOLDIN' YOU UP?? ANYONE ELSE WOULD HAVE HAD BRAINS ENOUGH TO FALL ON HIS FACE BY NOW!

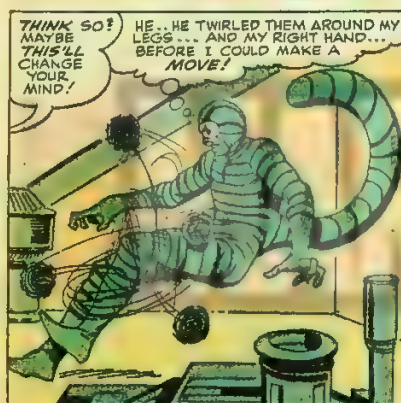


AND RUIN THIS HANDSOME PROFILE OF MINE? I FORGET IT! BESIDES, IT'S TIME FOR ME TO GET UP AT BAT NOW!



YOU DON'T EXPECT TO BEAT THE SCORPION WITH A COUPLE OF WEB YO-YO'S, DO YOU??

YOU NEVER CAN TELL, SCORPY! JUST STAND THERE WHILE I MAKE A FEW MORE...



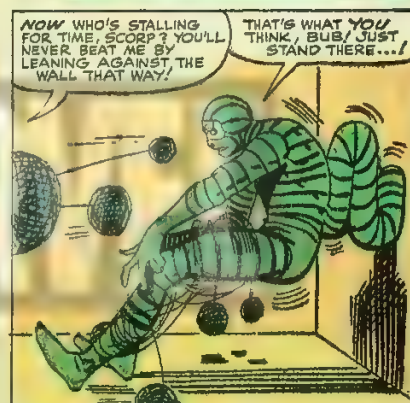
THINK SO? MAYBE THIS'LL CHANGE YOUR MIND!

HE.. HE TWIRLED THEM AROUND MY LEGS... AND MY RIGHT HAND... BEFORE I COULD MAKE A MOVE!



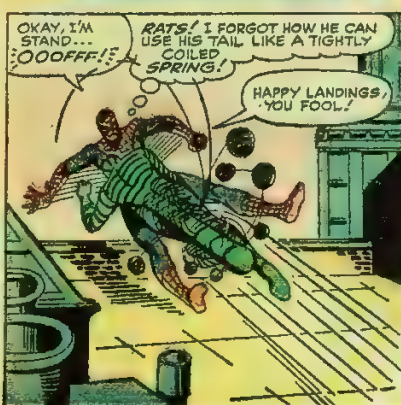
OH, I FORGOT TO TELL YOU... THEY AREN'T YO-YO'S... THEY'RE BOLAS! NOW, JUST WATCH THE BIRDIE, SON!

BAH! YOU'RE JUST STALLIN' FOR TIME...



NOW WHO'S STALLING FOR TIME, SCORP? YOU'LL NEVER BEAT ME BY LEANING AGAINST THE WALL THAT WAY!

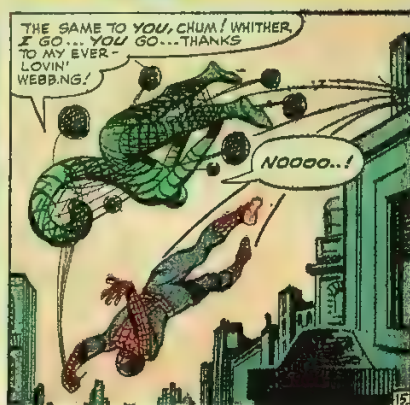
THAT'S WHAT YOU THINK, BUB! JUST STAND THERE...



OKAY, I'M STAND...
?OOOFF!

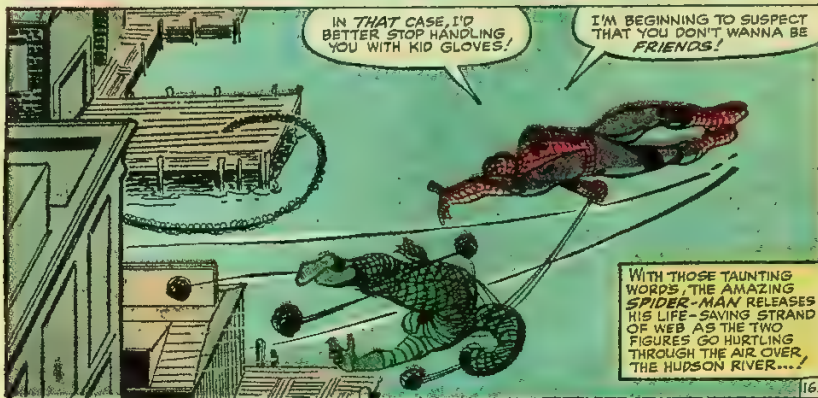
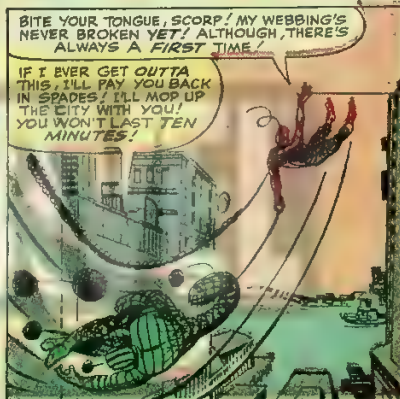
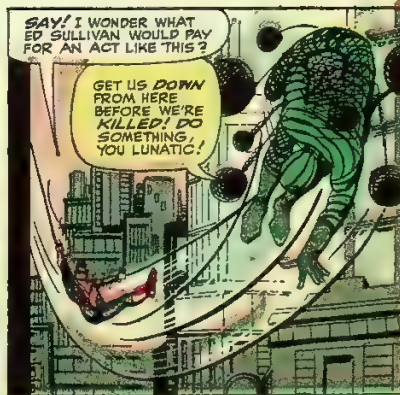
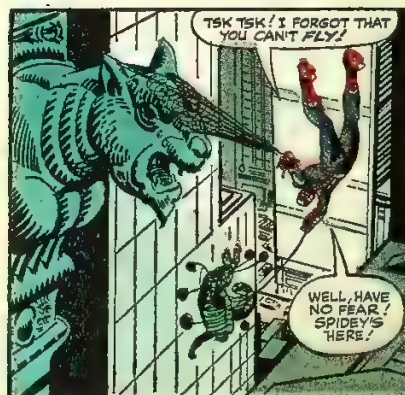
RATS! I FORGOT HOW HE CAN USE HIS TAIL LIKE A TIGHTLY COILED SPRING!

HAPPY LANDINGS, YOU FOOL!



THE SAME TO YOU, CHUM! WHITHER I GO... YOU GO... THANKS TO MY EVER-LOVIN' WEBBING!

NOOOO..!



CONTINUED AFTER NEXT PAGE

PLAY 1965 BIG LEAGUE BASEBALL GAMES

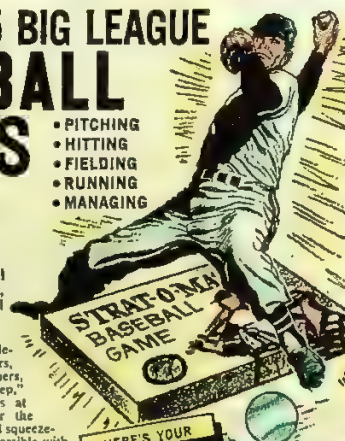
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- FIELDING
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In fielding, Willie Mays will make catches which other outfielders would fail to make. Bill Mazeroski will make fewer errors and take away more would-be base hits than other second basemen. In base running, and stealing also, all players will perform realistically.

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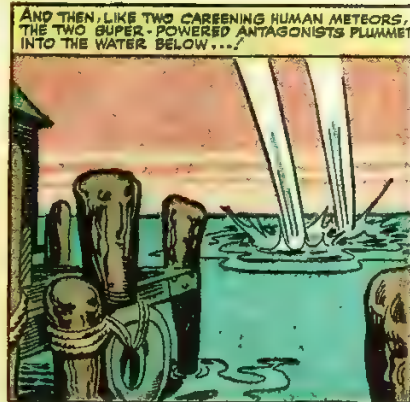
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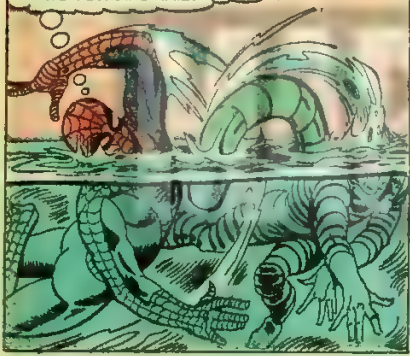
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LUCKY I ORIGINALLY
MADE IT WATER-
PROOF!

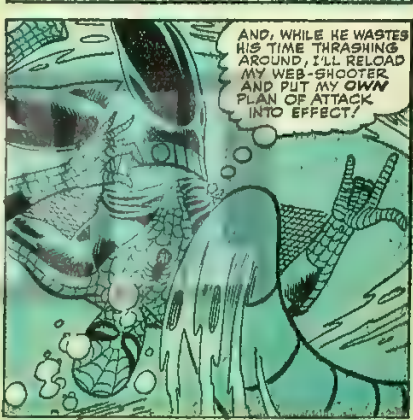
EVERYTHING'S SET NOW!
HERE'S WHERE OL'
SPIDEY GOES TO WORK
TO SQUASH A
SCORPION!



HE HAD A CHANCE TO FREE
HIMSELF OF MY WEBBING.
BUT, IF I PLAY MY CARDS
RIGHT, IT'S TOO LATE
FOR ANYTHING TO
HELP HIM NOW!



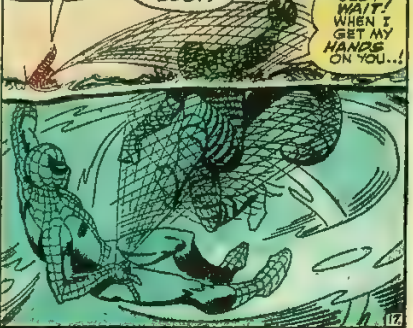
AND, WHILE HE WASTES
HIS TIME THRASHING
AROUND, I'LL RELOAD
MY WEB-SHOOTER
AND PUT MY OWN
PLAN OF ATTACK
INTO EFFECT!

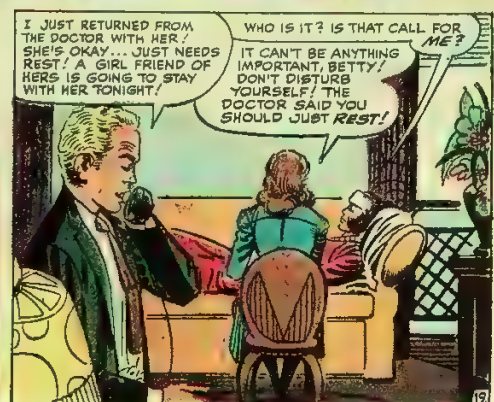
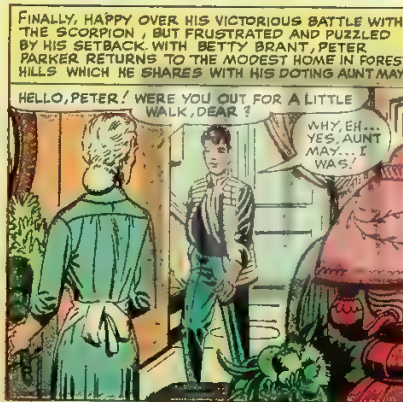
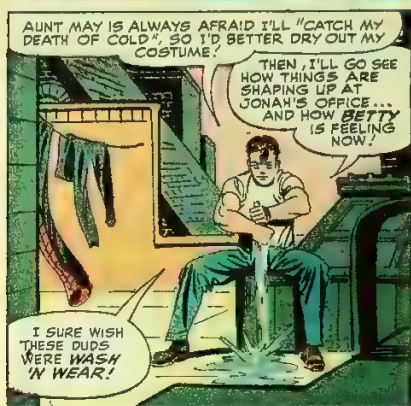
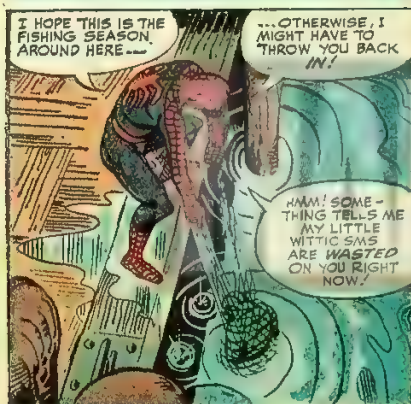
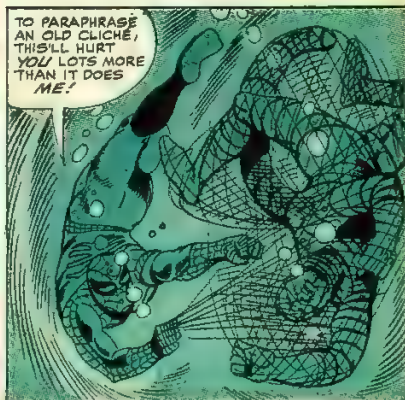
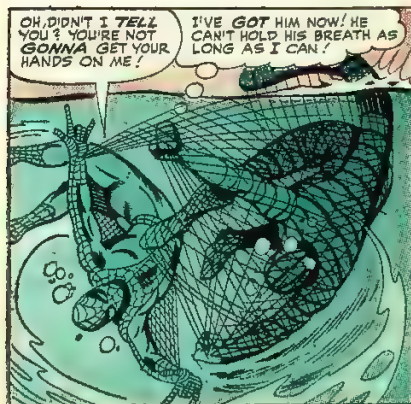


IF YOU WANT
ME, SCORPY,
COME'N
GET ME!

DON'T LET MY WEBBING
BOTHER YOU! I JUST WANNA
WRAP IT AROUND YOU TO MA
SURE YOU DON'T GET
LOST!

JUST
WAIT!
WHEN I
GET MY
HANDS
ON YOU!

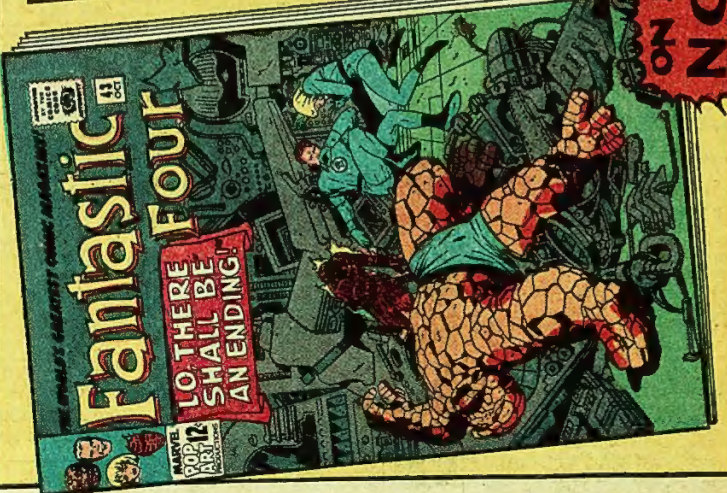




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Robert Cole,
McHenry, Ill.
Ken Fries,
Saratoga, Calif.
Eddie Jacobson,
Palo Alto, Calif.
T. J. Williams,
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ADULT SIZES: ☐ SMALL ☐ MEDIUM ☐ LARGE

YOUTH SIZES: ☐ SMALL ☐ MEDIUM ☐ LARGE

THE SPIDER'S WEB



—Poor Spidey! Even when he manages to beat a big, bad super-villain, his troubles are never really over. But, for a change of pace, let's see what all you web-slingers have to say this month—we can usually get a chuckle or two out of our mixed-up mail...

Dear Stan and Steve,

After giving much thought to the subject of Spider-Man and conducting a careful analysis, I have concluded that Spider-Man is distinctly unique from any other character in comicdom. I have based my hypothesis on SPIDER-MAN as a magazine. Spidey as a character has been dealt with before. The following is my analysis of the amazing Spider-Man. The name Spider-Man comes from the element Spiderium, which has the properties of excitement, adventure, and realism. Spiderium is a relatively new element, having been successfully made by the madmen at the laboratories of the Marvel Bullpen in 1962, and placed in the Amazing SPIDER-MAN magazine. In chemistry, one speaks of isotopes, and Spiderium thus far has had 25, and the number in the future seems infinite. In its molecular form, Spiderium is known as Spider-Man. Spiderium has two nuclei—one is great stories by Stan Lee; the other is stupendous artwork by Steve Ditko. The electrons are the readers, especially the ones that write in to the Spider's Web as they revolve around the two nuclei. So you see, there is the scientific explanation of Spider-Man. Now, as a final word of scientific advice for future isotopes (ish's) keep those test-tubes, (pens) going. Spider-Man is a perfect compound of what all readers seek. Keep the stories coming, fellas. 'Nuff said!

Bill Kaghlan, 165 Windsor Rd.
Asheville, N. C.

How about that? We've been panned, razzed, roasted, and toasted before, but we've never been chemically analyzed! We appreciate it, Doc, and if your friendly neighborhood alchemist runs out of Spiderium, don't despair—we hear that the A&P is having a sale on it next week!

—Well, the SPIDER-MAN ANNUAL is on sale right now—which means it's probably already sold out at most newsstands. If you were lucky enough to have gotten one, you know how great it is. But, for those hapless thousands who arrived too late—vainly clutching their 25¢ with tears of disappointment welling up in their baby blues—we'll mention the contents briefly, so that it won't be a total loss. Besides featuring three Spidey classics from his earliest days, the Annual leads off with a full-length original yarn, guest-starring none other than Dr. Strangelove! It's the kind of wonderful, whacky story you never expected Peter Parker to star in, and it has more amazing twists than a harlequin. But, we don't want to say too much about it—you might think we're bragging!

—But we HAVE to tell you this—there is no greater Annual on sale now (or ever) than the fabulous FANTASTIC FOUR ANNUAL! It features a story which will be talked about as long as the Marvel Age endures—"The Wedding of Reed and Sue!" But, the big news is this—there are more super-heroes and villains in this dazzling drama than you have ever seen in any one story—or in any half-dozen stories! You'll meet almost every Marvel character in existence somewhere in the tale, and don't forget to watch for Spidey himself—he comes in when you least expect him! The FANTASTIC FOUR ANNUAL—if you buy no other magazine this year, it's a MUST!

Please address your letters to:
**THE MARVEL COMICS GROUP
SECOND FLOOR
625 MADISON AV.
NEW YORK 10022
N. Y.**

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!
FANTASTIC FOUR #43: This is the payoff of the F.F.'s most deadly battle! You'll learn the dramatic fate of the Thing, as well as the startling secret of the Human Torch! Truly, this epic will make magazine history!

AVENGERS #20: Fans everywhere are talking about the unexpected drama, the powerful appeal of this newest of Marvel fighting groups! You too will gaze in wonder at what befalls the Swordsman!

X-MEN #13: Of all the super-villains since time immemorial, possibly none have ever equalled the juggernaut in sheer power or stark savagery! And now, he faces the seemingly helpless X-men!

DAREDEVIL #9: A completely different type of adventure for D.D.! He dares to invade a killer's castle in another country, and runs into one of the strangest dangers any costumed hero has ever faced. Also, he finally contends to an eye operation, and—but why not see for yourself?

THOR #120: All we have to tell you about this sensational issue is that it features the return of one of Thor's most spectacular foes! Because you demanded him we present the return of the Atterking!

STRANGE TALES #137: Nick Fury, Agent of Shield, realizes that Hydra has finally begun its most daring attack upon the human race! Also, you'll see the battle you never expected when Dr. Strange confronts the Ancient One himself!

SUSPENSE #70: Iron Man reaches new heights of glory in this unforgettable saga of the Titanium Man, as death once again embraces a Marvel character! While Captain America's dilemma is too fearful to describe on this page!

ASTONISH #72: The imagination of Stan Lee—the art of Adam Austin—make Sub-Mariner's thriller a breath-taking spectacle as Lady Dorma meets a dreadful fate! As for the Hulk, this one has to be seen to be believed!

SGT. FURY #22: Only mighty Marvel could present an epic like this! Against the background of World War Two's famous Ploesti air raid, Fury and Bull McGivney fight their own private war, as only they can! It's a swingin', slam-bang sensation!

Dear Stan and Steve,

I have been reading some of the recent issues of TALES OF SUSPENSE and they have been featuring old stories of Captain America and Bucky, so why not have some stories in SPIDER-MAN telling about what happened to Peter Parker's mother and father, because he had to have a mother and father to be born.

Gary Bartlett, 23 E. Osceola St.
Stuart, Florida

Now there is one of the most startling revelations we've read in weeks! We thank you, Gary, for a most sobering lesson in biology, and promise to give it all due and proper consideration as soon as the shock wears off! (Also, by stalling for time this way, we'll have a chance to try to figure out what did happen to Spidey's mother and dad!)

CHEE! Have you noticed the sorry mess of Marvel IMITATIONS making the scene lately? Imitation may be the sincerest form of flattery and all that jazz, but we wanna make damn sure no dyed-in-the-wool Marvel madman gets stuck with one of those inferior "Brand Echh" versions of the real thing!

So, lull yourself to sleep each night with these imperishable words: "It isn't a Marvel masterpiece unless it SAYS Marvel on the cover trademark!" Don't ever settle for less—you're too important to ut! —Remember—we found you first!

—Before we forget, the THOR ANNUAL and the SGT. FURY ANNUAL are also on sale now! It's the first hit for both, and the gang in the bullpen really knocked themselves out to make sure they'll be the hits they deserve to be! The THOR ANNUAL features the battle which all of fandom has been clamoring for—"Thor vs. Hercules!" Never have you seen such power—such drama—such epic pageantry! And wait'll you see King Kirby's rendition of Hercules—he's like WOW! As for the SGT. FURY ANNUAL, it's merely magnificent! You'll see the Howlers battling in Korea—two decades after World War Two! They're older, tougher, and greater than ever—and you'll see Nick receive a battlefield commission for gallantry in action! We never expected a war mag to become one of our stand-out sensations, but this ish will show you why SGT. FURY is at the top of the mighty Marvel best-seller list!

Dear Stan and Steve,

I believe that I have finally deduced the reason why SPIDER-MAN is fast becoming the worst of all your mags. You are featuring J. Jonah entirely too much. J. Jonah has held center stage in four of the last six issues. Now, I admit he does add something to the uniqueness of this mag, but even the greatest of characters can be overused. (You guys proved this with Magneto in the X-MEN.) SPIDER-MAN #25 was, thank Asgard, about as far as you could go. I mean, using Jameson as the lone villain made the mag pretty sick. If you value yours truly's loyalty, don't repeat this disaster. And, oh yes, just so Steve won't feel slighted, I must say that Ditko is probably the worst artist ever to hold a job for any noticeable length of time in the Marvel Bullpen.

H. Doyle Abernathy, 2628 East 24th St.
Granite City, Ill.

—**Whew!**—We sure are glad you wrote that last sentence, Doyle! We thought you were serious until we read it—now we know you've gotta be kidding!

—**Special note:** We want to thank the editors of New York's famous VILLAGE VOICE for the wonderful write-up they gave the Marvel Group, and the FANTASTIC FOUR and SPIDER-MAN in particular. We're frankly flattered and pleased as punch! 'Nuff said!

Dear Stan and Steve,

Let's face it, gang, of Spidey is the living end in super-human heroes. His treatment is so realistic, it scares us. His troubles are splendidly used to add that extra drama to each and every epic tale. Sunny Steve is the only artist for Webhead; please get him to do more covers like #18. Wow, was that a masterwork and a half! While I'm handing out the kudos, let's not forget the guy who started the Marvel Age (hats off), good ol' Stan Lee! He certainly puts his heart into each story. Sure, not every one is as good as the last, but how can they be when Stan sets such a darned high standard? All I want now is for Spidey to meet the X-Men (I sure dig those fellas). Till then, thanks a zillion, and keep those mags coming. You are A-okay in my book.

John Hudson, 2 Rydal Gardens
Hounslow, Middlesex, England

Thanks, Johnny. Your kind words went straight to our hearts. Letters like yours make all our toil seem worth while. (And, of course, the pay checks don't hurt, either!)

—We're running out of room, so we can only mention briefly that the MARVEL TALES ANNUAL goes on sale Aug. 1st! It features the complete "Origin of the Avengers"—the complete "Origin of the X-Men"—the complete "Origin of Dr. Strange"—a complete tale of the incredible Hulk, from the bygone days when he was featured in his own magazine—and other surprises. With a lineup like that, who needs a hard sell! Just get to your newsstand early!

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Dear Stan and Steve,

Keep up the good work that you boys are doing. I just love your mags so much that I even subscribed to one of them. I like your SPIDER-MAN the most because I read of him before he even became famous. Why don't you have him make up with Betty because it makes me sick when they fight like that. What ever happened to J. Jonah Jameson's son? I remember that he appeared in one of Spider-Man's earlier series. Will he ever appear again? By the way, does he, like his father, hate Spider-Man? I hope not because I kind of liked him. He seemed like a clean-cut boy. Well, that's all I have to say for myself besides telling you to keep up with all the great work that you have been doing. Don't forget it's the Marvel Age!

Joseph Silvero, 584 River St.
Paterson, N. J.

That's what we keep telling them down at Brand Echh, Joey! As for Jonah's son, you know as much about him as we do! Nobody seems to have heard about him all these months. But, if we run into him, we'll mention that you asked about him—okay?

Dear Steve and Stan,

I decided to reverse your names for two super-duper reasons. Reason 1) It is most refreshing to see a non-Lee plot (ish #25). I haven't seen a worthwhile one of those since I discovered Marvel and before. The Ditko dimension of art was up to par as usual, also. Reason 2) Steve is my own first name. Don't publish Steve's picture. Let us preserve the air of mystery over this camera-cracker and not ruin a good copy of Spidey!

Steven Russell,
Oxnard Beach, Calif.

You got yourself a deal, Steve! Now, if we can just find Lee again! Ever since reading your letter, he's been out searching for a fan whose first name is Stan—just to get even!

—We've just got room to say we hope you're enjoying your nutty Marvel T-shirts as well as your swingin' stationery! We're working like mad to bring you many other unusual and exciting items in the months to come, so keep watching. And remember to keep your M.M.M.S. membership pin in a safe place—it's becoming the biggest "in" thing in town!

Dear Stan and Steve,

I have just read SPIDER-MAN #25 and it's my opinion that it could have been better. As I turned the cover over to the introduction page, there was this goofy-looking robot with J.J.J.'s ugly face on it. I think you could have made a more sensible-looking robot. Also, on page 4 Peter Parker should have had enough brains not to urge J.J.J. to look at the robot, because there might be a potential threat in the device anyway. From this letter you might think I'm just a criticizing reader or that I'm against Spider-Man (perish the thought), but I'm not. Spider-Man is at the head of my costumed hero list! Well, that's about it, so I'll say so long to the Fathers of Super-Hero Greatness!

Ricky Romano, 3505 Ave. C
Birmingham, Ala.

Wow! Are we gonna take a ribbing from the guys in the bullpen when they read what you called us! We never can tell whether letters such as yours are knocks or boosts, Ricky—but we get a big charge out of them all the same.

—Instead of giving you a big pitch for our next ish of SPIDER-MAN, we'll merely say that it's written by Stan, drawn by Steve, and produced in the usual Marvel manner. In other words, it's the greatest! Get it! See ya next ish! And, if you run into Irving Forbush, tell him to get rid of that nutty pet scorpion of his!

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| 13. I Want To Hold Your Hand | 33. Do You Love Me | 53. Judy's Turn To Cry |
| 14. As Usual | 34. Once Upon A Time | 54. More |
| 15. Um, Um, Um, Um, Um, Um | 35. Three Window Coupe | 55. Green Green |
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